



ANNUAL GENERAL MEETING OF ROBIT PLC 22 MARCH 2022 AT 2.00 P.M.

TIME: 22 March 2022 at 2 p.m.

PLACE: Hotel Ilves (Ballroom) at Hatanpään valtatie, 33100 Tampere, Finland

PRESENT: The shareholders set out in the list of votes adopted at the meeting were present or represented at the meeting ([Appendix 1](#)).

The Chairman of the Board Harri Sjöholm, Board Members Mikko Kuitunen and Anne Leskelä, Chief Executive Officer Arto Halonen and the Candidates of Board Members Eeva-Liisa Virkkunen and Markku Teräsvasara and the Company's Auditor-in-charge Toni Halonen were present at the meeting. In addition, technical meeting staff and Attorneys at Law Johan Roman and Jari Gadd were present at the General Meeting.

1 OPENING OF THE GENERAL MEETING

The Chairman of the Board Harri Sjöholm opened the meeting.

2 CALLING THE GENERAL MEETING TO ORDER

Attorney at Law Johan Roman was elected as Chairman of the Meeting and he called Attorney at Law Jari Gadd as secretary of the Meeting.

The Chairman of the Meeting explained the procedures for discussing the matters on the Meeting agenda.

The Chairman noted that certain nominee registered shareholders had provided the company with voting instructions prior to the Meeting, and gave a description of the voting instructions, a summary of which was enclosed to the minutes ([Appendix 6](#)).

Custodian banks representing the above mentioned shareholders had informed the Company that their clients did not demand a vote on those agenda items, under which the instruction had been to oppose to the proposed resolution or to abstain from taking part in the decision-making, but that it would be sufficient that such votes were duly recorded in the minutes.

The Chairman noted that the above procedures would be adhered to during the meeting and that opposing or abstaining votes would be recorded in the minutes under each agenda item concerned. The Chairman further noted that, to the extent the summary lists included opposing votes that had been presented without any counterproposal under such agenda items where it is not possible to vote against the proposal without presenting a counterproposal, such votes would not be formally acknowledged as opposing votes, and they would not be recorded under the relevant agenda items.

3 ELECTION OF PERSONS TO SCRUTINISE THE MINUTES AND TO SUPERVISE THE COUNTING OF VOTES

Tuomas Heikkilä and Seppo Palkola were elected as Scrutinizers of the Minutes and as Supervisors of Counting of the Votes.

4 RECORDING THE LEGALITY OF THE MEETING

It was noted that the summons to the Annual General Meeting had been published on the Company's website and as a stock exchange release on 15 February 2022, and that in accordance with the summons, the advance registration should have been completed by 11 March 2022 at 10.00 a.m. at the latest.

It was noted that the Annual General Meeting documents have been available on the Company's website as of 25 February 2022. It was noted that the proposals to the General Meeting had been published in their entirety on the Company's website on 15 February 2022.

It was noted that the General Meeting was duly convened in accordance with the Company's articles of association and the Finnish Limited Liability Companies Act and, thus, the General Meeting constituted a quorum.

The summons to the Annual General Meeting was attached to the minutes ([Appendix 2](#)).

5 RECORDING ATTENDANCE AT THE MEETING AND ADOPTION OF THE LIST OF VOTES

The Register of Attendance and Votes at the beginning of the General Meeting was presented and, based on the record, 31 shareholders were represented at the General Meeting either in person or by a proxy representative or a power of attorney ([Appendix 1](#)).

At the beginning of the General Meeting 13,074,593 shares, representing 13,074,593 votes and approximately 61,73% of all votes were represented at the General Meeting.

It was noted that the Register of Votes will be re-confirmed to represent the current attendance in case of a vote.

6 PRESENTATION OF THE FINANCIAL STATEMENTS AND CONSOLIDATED FINANCIAL STATEMENTS, THE ANNUAL REPORT AND THE AUDITOR'S REPORT FOR THE YEAR 2021

The Chairman of the Board of Directors Harri Sjöholm gave a presentation on the governance and activities of the Company during the financial year 2021.

The Company's Chief Executive Officer Arto Halonen gave a presentation on the Company's activities during financial year 2021 and presented the central items from the Financial Statements and the Report of the Board of Directors for the financial year ended 31 December 2021.

Arto Halonen answered a shareholder's question.

The Company's Financial Statements and the Report of the Board of Directors for the financial year 1 January–31 December 2021 were presented.

It was noted that the documents concerning the Company's Financial Statements and audit had been available on the Company's website for the time period leading up to the General Meeting as required by the Finnish Limited Liability Companies Act.

The Financial Statements were attached to the Minutes ([Appendix 3](#)).

The Company's Auditor-in-charge Toni Halonen, Authorised Public Accountant, presented the main items in the Auditor's report.

The Auditor's Report was presented and attached to the Minutes ([Appendix 4](#)).

7 ADOPTION OF THE FINANCIAL STATEMENTS, WHICH ALSO INCLUDES THE ADOPTION OF CONSOLIDATED FINANCIAL STATEMENTS

The General Meeting adopted the Financial Statements and the Consolidated Financial Statements for the financial year 1 January–31 December 2021.

8 RESOLUTION ON THE USE OF THE PROFIT SHOWN IN THE BALANCE SHEET AND RESOLUTION ON THE PAYMENT OF DIVIDENDS

It was noted that the Board of Directors has proposed to the Annual General Meeting that based on the adopted balance sheet for the financial period ended 31 December 2021, no dividend be paid.

The General Meeting resolved that the profit for the financial year 2021 be transferred to the previous accounting period's retained earnings account and that no dividend be paid based on the adopted balance sheet of Robit Plc for the financial year 2021.

9 RESOLUTION ON THE DISCHARGE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND THE CEO FROM LIABILITY

It was resolved to discharge of the members of the Board of Directors and the Chief Executive Officer from liability for the financial year 1 January – 31 December 2021.

10 HANDLING OF THE REMUNERATION REPORT FOR GOVERNING BODIES

The Chairman of the Board of Directors Harri Sjöholm gave a presentation on the remuneration report of the Company's governing bodies.

The remuneration report of the Company's governing bodies was attached to the Minutes ([Appendix 5](#)).

It was recorded that the remuneration policy was handled. The General Meeting resolved to accept the remuneration policy.

A total of 1,563,858 opposing votes of the nominee registered shareholders were recorded under this agenda item.

11 RESOLUTION ON THE NUMBER OF BOARD MEMBERS

It was recorded that the Shareholders' Nomination Board had proposed to the General Meeting that six (6) members be elected to the Board of Directors.

It was resolved in accordance with the proposal of the Shareholders' Nomination Board that six (6) members are elected to the Board of Directors.

12 RESOLUTION ON THE REMUNERATION OF THE BOARD MEMBERS

It was noted that the Shareholders' Nomination Board had proposed to the Annual General Meeting that the annual amount of remuneration payable to the Chairman of the Board of Directors is EUR 50,000, of which 40 percent will be paid as shares and the remaining 60 percent is an advance tax withheld and paid to the Finnish Tax Administration by the Company.

The annual remuneration payable to each Board Member is EUR 30,000, of which 40 percent will be paid as shares and the remaining 60 percent is an advance tax withheld and paid to the Finnish Tax Administration by the Company.

An additional compensation of EUR 500 will be paid to each Board Member and the Chairman of the Board of Directors for each board meeting and committee meeting they have attended. In addition, other costs such as travel and lodging expenses will be compensated.

The annual remuneration for the entire term of office will be paid to the Chairman of the Board of Directors and to the Board Members in December 2022. The shares that form a part of the remuneration can be new shares issued by the Company or shares acquired thereby pursuant to an authorisation provided to the Board of Directors by the Annual General Meeting. The receiver of the remuneration will pay the applicable transfer tax.

The General Meeting resolved to pay remuneration to the Board Members in accordance with the proposal made to the General Meeting.

13 ELECTION OF BOARD MEMBERS

It was recorded that the Shareholders' Nomination Board had proposed to the Annual General Meeting that current Board Members Kim Gran, Mikko Kuitunen, Anne Leskelä and Harri Sjöholm be re-elected for a term of office, which will continue until the end of the following Annual General Meeting. Furthermore, it was recorded that the Shareholders' Nomination Board had proposed to the General Meeting that Eeva-Liisa Virkkunen and Markku Teräsvasara be elected as new members of the Board of Directors.

It was noted that all candidates have given their consent to the election and are independent from the Company and its significant shareholders apart from Harri Sjöholm, who is dependent on the Company and a significant shareholder.

The Annual General Meeting resolved, in accordance with the proposal of the Shareholders' Nomination Board, that current Board Members Kim Gran, Mikko Kuitunen, Anne Leskelä and Harri Sjöholm be re-elected, and Eeva-Liisa Virkkunen and Markku Teräsvasara be elected as new members of the Board of Directors for a term of office, which will continue until the end of the following Annual General Meeting.

A total of 3,716 abstaining votes of the nominee registered shareholders were recorded under this agenda item.

14 RESOLUTION ON THE REMUNERATION OF THE AUDITOR

It was noted that the Board of Directors had proposed to the General Meeting that the remuneration of the auditor be paid in accordance with an invoice approved by the Company.

It was resolved, in accordance with the proposal by the Board of Directors to pay remuneration to the auditor in accordance with an invoice approved by the Company.

15 ELECTION OF THE AUDITOR

It was noted that the Board of Directors had proposed to the General Meeting that audit firm Ernst & Young be re-elected as the Company's auditor. Ernst & Young has announced that it intends to appoint Toni Halonen, Authorised Public Accountant, as the Company's principal responsible auditor.

It was resolved, in accordance with the proposal by the Board, that audit firm Ernst & Young be re-elected as the Company's auditor for a term of office expiring at the end of the following Annual General Meeting. Toni Halonen, Authorised Public Accountant, will act as the Auditor-in-charge appointed by Ernst & Young.

16 AUTHORISING THE BOARD OF DIRECTORS TO DECIDE ON THE ACQUISITION OF THE COMPANY'S OWN SHARES AND/OR ACCEPTING THEM AS A PLEDGE

It was recorded that the Board of Directors had proposed that the Annual General Meeting authorise the Board of Directors to decide upon the acquisition of a maximum of 2,117,990 of the Company's own shares and/or accepting the same number of the Company's own shares as a pledge, in one or several tranches, by using the Company's unrestricted shareholders' equity. The maximum total number of shares that will be acquired and/or accepted as a pledge corresponds to 10 percent of all shares in the Company as of the date of summons to the Annual General Meeting. However, the Company cannot, together with its subsidiary companies, own or accept as a pledge altogether more than 10 percent of its own shares at any point in time. The Company's shares may be purchased under the authorisation solely by using unrestricted shareholders' equity.

The shares will be acquired otherwise than in proportion to the share ownership of the shareholders via public trading arranged by Nasdaq Helsinki Ltd at the market price on the date on which the acquisition is made or otherwise at a price formed on the market. The Board of Directors had proposed that the authorisation be used e.g. for the purposes of implementing the Company's share-based incentive systems or for other purposes as decided by the Board of Directors. The Board of Directors may decide on all other terms for the acquisition and/or acceptance as pledge of the Company's own shares.

It is proposed that the authorisation remains in force until the end of the following Annual General Meeting, however, no longer than 30 June 2023. The authorisation cancels the authorisation granted by the General Meeting on 25 March 2021 to decide on the acquisition of the Company's own shares.

It was noted that a valid resolution at this agenda item requires a qualified majority in accordance with Chapter 5, Section 27 of the Limited Liability Companies Act, meaning that the resolution has to be supported by at least two thirds of the votes cast and shares represented.

The General Meeting resolved, in accordance with the proposal of the Board of Directors that the Board of Directors be authorised to decide on the acquisition of own shares and/or accepting them as pledge in accordance with the terms proposed by the Board of Directors.

A total of 3,716 abstaining votes of the nominee registered shareholders were recorded under this agenda item.

17 AUTHORISATION OF THE BOARD OF DIRECTORS TO DECIDE ON A SHARE ISSUE AND THE ISSUANCE OF SPECIAL RIGHTS ENTITLING TO SHARES

It was noted that the Board of Directors had proposed that the Annual General Meeting authorise the Board of Directors to decide on a share issue and on the issuance of special rights entitling to shares as referred to in Chapter 10, Section 1 of the Finnish Limited Liability Companies Act, in one or more tranches, either against or without consideration.

The number of shares to be issued, including shares to be issued on the basis of special rights, may not exceed 2,117,990 shares, which amounts to 10 percent of all shares in the Company as of the date of the summons to the Annual General Meeting. The Board of Directors may decide either to issue new shares or to transfer any treasury shares held by the Company.

The authorisation entitles the Board of Directors to decide on all terms that apply to the share issue and to the issuance of special rights entitling to shares, including the right to derogate from the shareholders' pre-emptive right. It is proposed that this authorisation be used e.g. for the purposes of strengthening the Company's balance sheet and financial status or for other purposes as decided by the Board of Directors.

It is proposed that the authorisation remain in force until the end of the following Annual General Meeting, however, no longer than 30 June 2023. The authorisation cancels any previously

granted, unused authorisations to decide on a share issue and the issuance of options or other special rights entitling to shares.

It was noted that a valid resolution at this agenda item requires a qualified majority in accordance with Chapter 5, Section 27 of the Finnish Limited Liability Companies Act, meaning that the resolution has to be supported by at least two thirds of the votes cast and shares represented.

The General Meeting resolved, in accordance with the proposal of the Board of Directors that the Board of Directors be authorised to resolve on the issuance of shares as well as the issuance of other special rights entitling to shares in accordance with the terms proposed by the Board of Directors.

A total of 597,160 opposing votes of the nominee registered shareholders were recorded under this agenda item.

18 CLOSING OF THE MEETING

The Chairman stated that all items on the agenda has been considered, that no other matters had been presented for consideration, and that the minutes of the meeting would be available on the Company's website on 5 April 2022 at the latest.

The Chairman closed the meeting at 3.04 p.m.

Chairman of the Meeting

Name: [See original minutes for signatures]
Title: Johan Roman
attorney at law

In Fidem

Name: [See original minutes for signatures]
Title: Jari Gadd
attorney at law

The minutes have been scrutinised and approved

Name: [See original minutes for signatures]
Tuomas Heikkilä

Name: [See original minutes for signatures]
Seppo Palkola



Appendices

Appendix 1	Attendance status and list of votes
Appendix 2	Summons to the Annual General Meeting
Appendix 3	Financial Statements
Appendix 4	Auditor's Report
Appendix 5	Remuneration Policy, Remuneration Report for Governing Bodies
Appendix 6	Summary of voting instructions for nominee registered shareholders